FILED
IN OPEN COURT
OCT 22 2015
CLERK, U.S. DISTRICT COURT
NORFOLK, VA

**JOINT UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS AND STOCKHOLDERS
OF
LUMBER LIQUIDATORS, INC.**

2:15cr126

The undersigned, being all of the directors and stockholders of Lumber Liquidators, Inc., a Delaware corporation (the "Company"), in lieu of holding meetings of the Board of Directors and stockholders, do hereby take the following actions and approve and adopt the following resolutions by written consent without a meeting pursuant to Sections 141(f) and 228 of the Delaware General Corporation Law and the Company's Bylaws, with the same force and effect as if such resolutions were approved and adopted at duly constituted meetings of the Board of Directors and stockholders:

[Settlement of Lacey Act Investigation]

WHEREAS, Lumber Liquidators Holdings, Inc. ("Holdings"), the sole stockholder of the Company, has been engaged in discussions with the Environment and Natural Resources Division of the United States Department of Justice (the "DOJ") and the United States Attorney for the Eastern District of Virginia ("U.S. Attorney") regarding their investigation into the compliance of Holdings and its subsidiaries, including the Company, with federal restrictions under the Lacey Act on the importation and transportation of certain timber into and within the United States (the "Investigation"); and

WHEREAS, in order to resolve the matters that are the subject of the Investigation, the DOJ and U.S. Attorney have proposed that the Company enter into (i) a Plea Agreement, a copy of which is attached hereto as Exhibit A (the "Plea Agreement"), and (ii) a Statement of Facts, a copy of which is attached hereto as Exhibit B (the "Statement of Facts"), which shall be incorporated into and made a part of the Plea Agreement; and

WHEREAS, the terms of the Plea Agreement require, among other things, that the Company agree to (i) pay a fine of $7.8 million, (ii) make two community service payments totaling $1,230,825, and (iii) a five year probation during which the Company shall implement an Environmental Compliance Plan ("ECP") to be included as part of the Plea Agreement and engage an accounting and/or environmental consulting firm to conduct three audits of the Company's compliance with the ECP and with certain requirements of the Lacey Act; and

WHEREAS, in connection with the Plea Agreement, the Company will be required to execute a Consent Order of Forfeiture, a copy of which is attached hereto as Exhibit C (the "Consent Order of Forfeiture"), pursuant to which the Company will pay the sum of $969,175 as a forfeiture relating to the proceeds from the sale of certain Mongolian oak flooring, and will be further required to execute a Stipulation for Settlement and Joint Motion for Entry of Consent Order of Forfeiture, a copy of which is attached hereto as Exhibit D (the "Stipulation for Settlement") and a Stipulated Consent Judgment and Order of Forfeiture, a copy of which is attached hereto as Exhibit E (the "Stipulated Consent Judgment"), pursuant to which the Company will pay as a forfeiture the sum of $3,155,000 in lieu of the forfeiture of certain birch and oak hardwood flooring (the Consent Order of Forfeiture, the Stipulation for Settlement and the Stipulated Consent Judgment being collectively referred to hereafter as the "Forfeiture Pleadings"); and

WHEREAS, the Board of Directors of Holdings, by unanimous written consent effective September 23, 2015, approved the settlement with the DOJ and U.S. Attorney on the terms and conditions set forth in the Plea Agreement and the Forfeiture Pleadings and authorized its officers to take the necessary steps to resolve the Investigation.

NOW, THEREFORE, BE IT

RESOLVED, that Jill Witter, the Chief Compliance and Legal Officer of Holdings and the Company (the "Attorney-in-Fact"), be, and she hereby is, appointed as the Company's attorney-in-fact with full power of substitution and with full power and authority to do all things necessary on behalf of the Company to finally resolve the matters with the DOJ and the U.S. Attorney, including but not limited to appearing in court to enter a guilty plea on behalf of the Company as contemplated by the Plea Agreement and as may be required in connection with the Forfeiture Pleadings; and be it

FURTHER RESOLVED, that the Plea Agreement, the Statement of Facts and the Forfeiture Pleadings be, and the same hereby are, approved and adopted in all respects in substantially the form as set forth in the respective Exhibits attached hereto, with such immaterial modifications as may be approved by the Attorney-in-Fact in her sole discretion; and that any and all ancillary documents, agreements or pleadings that may be contemplated by or in furtherance of the Plea Agreement, the Statement of Facts, the Forfeiture Pleadings or the final resolution of the Investigation be, and they hereby are, approved and adopted in all respects as the act and deed of the Company; and be it

FURTHER RESOLVED, that the President of the Company, any officer of the Company and the Attorney-in-Fact (collectively, the "Authorized Officers") be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute the Plea Agreement, the Statement of Facts, the Forfeiture Pleadings and any ancillary documents, agreements or pleadings that are contemplated by or in furtherance of the Plea Agreement, the Statement of Facts, the Forfeiture Pleadings or the final resolution of the Investigation, and to deliver the same to the DOJ and the U.S. Attorney, such execution and delivery conclusively to evidence the due authorization and approval thereof by the Company; and be it

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver, or cause to be executed and delivered, such additional or other agreements, documents, certificates and instruments, and to take any and all steps and to do all things that they may deem necessary or advisable in order to effect the purposes of each and all of the foregoing resolutions, and to pay or authorize the payment of any and all fines, forfeitures, fees, costs and expenses in connection therewith; and be it

FURTHER RESOLVED, that any actions taken by the Authorized Officers and any officers, attorneys or agents of the Company prior to the date of this meeting that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Company; and be it

FURTHER RESOLVED, this joint unanimous written consent is effective as of the 7th day of October, 2015.

[SIGNATURES ON NEXT PAGE]

Signature Page to Joint Unanimous Written Consent of the Board of Directors and Stockholders of Lumber Liquidators, Inc.

Board of Directors:

Date: October 6, 2015

E. Livingston B. Haskell

Stockholder:

Date: October 6, 2015

Lumber Liquidators Holdings, Inc.

By:
Jill Witter
Chief Compliance and Legal Officer

ALL OF THE DIRECTORS AND STOCKHOLDERS